

RECORDATION NO. 26288-D FILED

NOV 24 '09 -12 30 PM

**SURFACE TRANSPORTATION BOARD**

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FLIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

November 24, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of April 19, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26288.

The names and addresses of the parties to the enclosed document are.

Lessor: Mitsui Rail Capital, LLC (as successor in  
interest to FreightCar America, Inc.)  
71 South Wacker Drive, Suite 1800  
Chicago, IL 60606

[Lessee: Grand River Dam Authority  
P. O. Box 409  
Vinita, OK 74301]

Section Chief  
November 24, 2009  
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A description of the railroad equipment covered by the enclosed document is:

135 railcars: MBKX 6668 - MBKX 6802

A short summary of the document to appear in the index is:

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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## MEMORANDUM OF TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

Memorandum of Termination of Lease dated as of April 19, 2009 by Mitsui Rail Capital, LLC, a Delaware limited liability company, as successor in interest to FreightCar America, Inc. ("Lessor").

## WITNESSETH:

1. Lessor and Grand River Dam Authority (the "*Lessee*") are parties to that certain Lease Agreement (the "*Lease Agreement*"), dated February 8, 2006, and Schedule No. 1 thereto dated as of February 8, 2006 (the "*Schedule*"), whereby Lessor leased to the Lessee and the Lessee leased from Lessor certain railroad cars described in such Schedule. (The Schedule, incorporating the terms of the Lease Agreement, is herein referred to as the "*Lease*.")
2. Notice of the Lease has been put of record by the filing of a Memorandum of Lease Agreement dated as of February 8, 2006 with the Surface Transportation Board on April 5, 2006 under Recordation Number 26288.
3. The Lease has been terminated.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

MITSUI RAIL CAPITAL, LLC

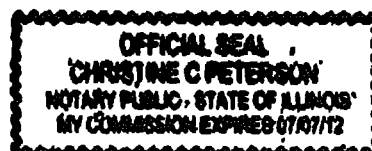
By: John O'Bryan  
Name: John O'Bryan  
Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 24<sup>th</sup> day of November, 2009, before me personally appeared John O'Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson  
NOTARY PUBLIC

My commission expires: 7/7/12

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/24/09



\_\_\_\_\_  
Robert W Alvord